

**CERTIFICATE OF INCORPORATION
STOCK CORPORATION**

1. NAME OF CORPORATION: ConnectU, Inc.
2. TOTAL NUMBER OF AUTHORIZED SHARES: 10,000 common
all one class
3. TERMS, LIMITATIONS, RELATIVE RIGHTS AND PREFERENCES OF EACH
CLASS OF SHARES AND SERIES THEREOF PURSUANT TO CONN. GEN.
STAT. SECTION 33-665:

None

4. APPOINTMENT OF REGISTERED AGENT:

Name of Agent:

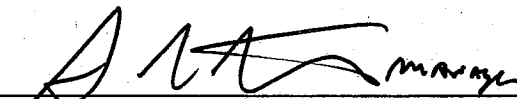
Business Address:

Statutory Agent Services, LLC

111 Prospect Street
Stamford, CT 06901

Acceptance of Appointment:

Statutory Agent Services, LLC



Stuart B. Ratner, Manager

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

MAY 23, 2006

CN SEARCH
239 BAILEYVILLE ROAD
MIDDLEFIELD, CT 06455

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

CONNECTU LLC

Work Order Number: 2006124837-001
Business Filing Number: 0003221938
Type of Request: CERTIFICATE OF CANCELLATION
File Date/Time: MAY 23 2006 11:46 AM
Effective Date/Time:
Work Order Payment Received: 310.00
Payment Received: 85.00
Credit on Account: 483.01
Customer Id: 000225406
Business Id: 0796040

FRANK GOULD
Commercial Recording Division
860-509-6003
WWW.CONCORD.SOTS.CT.GOV

CERTIFICATE OF MERGER
OF
CONNECT U, LLC, a Delaware Limited Liability Company
INTO
CONNECT U, INC., a Connecticut Corporation

(pursuant to Section 33-815 of the Connecticut General Statutes)

Pursuant to the provisions of the Connecticut General Statutes, the undersigned, manager of Connect U, LLC, a Delaware limited liability company and President and Secretary of Connect U, Inc., a Connecticut corporation, hereby certify:

FIRST: That the names of the constituent corporations are Connect U, Inc., a Connecticut corporation (herein the "Corporation") and Connect U, LLC a Delaware limited liability company (herein the "LLC"), and that the name of the surviving corporation is Connect U, Inc, a Connecticut corporation.

SECOND: That the Certificate of Incorporation of Connect U, Inc. shall not be amended.

THIRD: That the Agreement and Plan of Merger by and between the LLC and, the Corporation (the "Plan") was approved and adopted by the unanimous written consent of the members of the LLC in accordance with the laws of the State of Delaware and by the shareholders and the Board of Directors of the Corporation in accordance with the laws of the State of Connecticut. The Plan as so approved and adopted is on file at the principal office of the Corporation which is located at 500 West Putnam Avenue, Greenwich CT 06830, and the Corporation shall furnish a copy of the Plan, on request and without cost, to any shareholder of the Corporation and/or any member of the LLC.

FOURTH: That the Plan was required to be approved by the shareholders of the Corporation by the vote of at least two-thirds of all outstanding shares of each class of securities of such corporation entitled to vote thereon, and such shareholders so approved the Plan by unanimous written consent.

FIFTH: That the Plan was required to be approved by the members of the LLC and such members so approved the Plan by unanimous written consent.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of false statement, this ____ day of June, 2006.

Connect U, Inc.

President

Secretary

Connect U, LLC

Manager

STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: The name of the surviving Corporation is Connect U, Inc., a Foreign corporation.

SECOND: The jurisdiction in which this Corporation was formed is the state of Connecticut.

THIRD: The name of the Limited Liability Company being merged into the Corporation is Connect U, LLC, a Delaware Limited Liability Company.

FOURTH: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

FIFTH: The name of the surviving foreign Corporation is Connect U, Inc.

SIXTH: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 500 West Putnam Avenue, Greenwich CT, 06830.

SEVENTH: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

EIGHTH: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 500 West Putnam Ave, Greenwich CT 06830.

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this ____ day of June, 2006.

Connect U, Inc.

By: _____
Its President